

**UNITED STATES DISTRICT COURT  
SOUTHERN DISTRICT OF NEW YORK**

---

WI-LAN INC.,

Plaintiff,

v.

LG ELECTRONICS, INC. and LG  
ELECTRONICS U.S.A., INC.,

Defendants.

---

)  
)  
)  
) 10 Civ. 432 (LAK) (AJP)  
)  
)  
)  
)  
)  
)

**DECLARATION OF WILLIAM MIDDLETON**

I, William Middleton, declare as follows:

1. I am Senior Vice President & General Counsel at Wi-LAN Inc. (“Wi-LAN”).

The following facts are within my personal knowledge and if called as a witness by the Court, I would be competent to testify to the matters set forth below.

2. Wi-LAN is in the business of licensing technology in the area of digital television (“DTV”) signal processing.

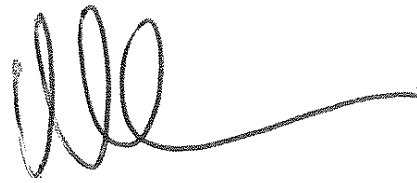
3. The information in the Opening Expert Report and Disclosure of Dennis Wallace Under Rule 26(a)(2)(B), Fed. R. Civ. P. (“Wallace Report”) and Opening Expert Report and Disclosure of Professor Martin R. Frankel, Ph. D. Under Rule 26(a)(2)(B), Fed. R. Civ. P. (“Frankel Report”) is valuable to Wi-LAN’s business because it establishes scientifically an important element of proof in relation to the question of infringement of Wi-LAN’s valuable DTV patent.

4. To Wi-LAN’s knowledge, information in the Wallace and Frankel Reports is not generally known to the public, nor to Wi-LAN’s licensees, nor to potential licensees (*i.e.*, infringers of Wi-LAN’s patents who may be the subject of future license negotiation or

litigation).

5. The fact that Wi-LAN possesses this information as a result of its substantial investment in the Wallace and Frankel Reports creates an advantage for Wi-LAN in dealing with other DTV manufacturers and related companies in connection with its licensing business.

I declare under penalty of perjury under the laws of the United States of America that the foregoing is true and correct. Executed this 5th day of February, 2011 at Dallas, Texas.

A handwritten signature in black ink, consisting of several loops and a long horizontal stroke extending to the right.

---

William Middleton

63139781 v1